



Johnson Matthey



Robert M. Talley  
Vice President, General Counsel  
and Secretary

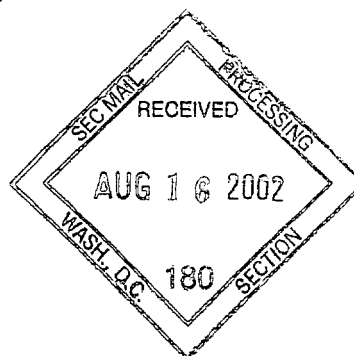
August 8, 2002

**VIA CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

# 7099 3400 0018 0738 8285

Securities and Exchange Commission  
450 Fifth Street, N. W.  
Washington, D. C. 20546

SUPPL



Re: Johnson Matthey PLC - File No. 82-2272

Dear Sirs:

Pursuant to Johnson Matthey PLC's undertaking to furnish the Securities Exchange Commission with certain information described in its request for exemption from Section 12(g) of the Securities Exchange Act of 1934, as amended, as more fully set forth in its letter of 28th September 1988, Johnson Matthey hereby submits the following:

1. Dealings By Directors
2. Dealings By Directors
3. Chairman's Statement at Johnson Matthey's AGM
4. Johnson Matthey Announces Retirement of Director
5. Dealings By Directors

2 August 2002

18 July 2002

16 July 2002

16 July 2002

20 June 2002

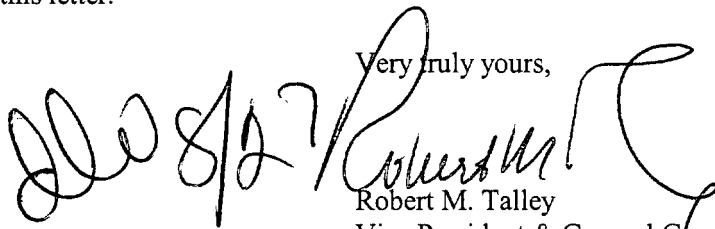
PROCESSED  
AUG 30 2002

THOMSON  
FINANCIAL

The Company understands that pursuant to Rule 12g3-2(b) the information furnished hereby is deemed to be "filed" with the Commission and that the furnishing of such information does not constitute an admission for any purpose that the Company is subject to the Act.

If you have any questions concerning the foregoing, please contact me at the address and telephone number indicated on this letter.

Very truly yours,

  
Robert M. Talley  
Vice President & General Counsel

Enclosure

cc: S. A. Farrant (w/o encl.)

O:\LG\SECA-SEC.doc

NORTH AMERICAN CORPORATE

460 East Swedesford Road, Wayne PA 19087-1880 TEL: (610) 971-3131, FAX: (610) 971-3022

**JOHNSON MATTHEY PLC  
DEALINGS BY DIRECTORS**

**AVS 06 22 01**

- |            |  |  |                  |
|------------|--|--|------------------|
| <b>1.</b>  | <b>Name of Company</b>                             | Johnson Matthey plc  |                  |
| <b>2.</b>  | <b>Name of Director</b>                            | C R N Clark<br>N A P Carson<br>D W Morgan<br>J N Sheldrick<br>D G Titcombe           |                  |
| <b>3.</b>  | <b>Person with Holding(s)</b>                      | as in 2 above  |                  |
| <b>4.</b>  | <b>Registered Holder(s)</b>                        | n/a  |                  |
| <b>5.</b>  | <b>Connected Person(s)</b>                         | n/a  |                  |
| <b>6.</b>  | <b>Nature &amp; Extent of transaction</b>          | Vesting and sale of shares under the Johnson Matthey Long Term Incentive Plan (LTIP) |                  |
| <b>7.</b>  | <b>Number of Shares allocated</b>                  | C R N Clark  | 74,830           |
|            |  | N A P Carson   | 27,211           |
|            |  | D W Morgan   | 26,361           |
|            |  | J N Sheldrick  | 41,531           |
|            |  | D G Titcombe   | 43,418           |
| <b>8.</b>  | <b>Percentage of Issued Class</b>                  | 0.1%   |                  |
| <b>9.</b>  | <b>Number of Shares/Amount of Stock Disposed</b>   | C R N Clark  | 29,932           |
|            |  | N A P Carson   | 10,884           |
|            |  | D W Morgan   | 10,544           |
|            |  | J N Sheldrick  | 16,612           |
|            |  | D G Titcombe   | 17,367           |
| <b>10.</b> | <b>Percentage of Issued Class</b>                  | 0.04%  |                  |
| <b>11.</b> | <b>Class of Security</b>                           | Ordinary £1 shares   |                  |
| <b>12.</b> | <b>LTIP Award Price</b>                            | C R N Clark  | 74,830 @ 588.00p |
|            |  | N A P Carson   | 27,211 @ 588.00p |
|            |  | D W Morgan   | 26,361 @ 588.00p |
|            |  | J N Sheldrick  | 41,531 @ 588.00p |
|            |  | D G Titcombe   | 43,418 @ 588.00p |
|            | <b>LTIP Sale Price</b>                             | C R N Clark  | 29,932 @ 871.75p |
|            |  | N A P Carson   | 10,884 @ 871.75p |
|            |  | D W Morgan   | 10,544 @ 871.75p |
|            |  | J N Sheldrick  | 16,612 @ 871.75p |
|            |  | D G Titcombe   | 17,367 @ 871.75p |
| <b>13.</b> | <b>Date of Transaction</b>                         | 2 August 2002  |                  |
| <b>14.</b> | <b>Date Company Informed</b>                       | 2 August 2002  |                  |
| <b>15.</b> | <b>Total Interest following this notification:</b> |  |                  |

	<b>Shares</b>	<b>LTIP allocations</b>
C R N Clark	65,407	188,6
N A P Carson	18,762	48,507
D W Morgan	17,448	46,500
J N Sheldrick	34,205	71,208
D G Titcombe	38,249	74,784

<b>16.</b>	<b>Total Percentage interest of Issued Class following this Notification</b>	0.06%
------------	--	-------

**DEALINGS BY DIRECTORS**

**Name of Company**

Johnson Matthey PLC

**Name of Director**

C R N Clark

N A P Carson

D W Morgan

J N Sheldrick

D G Titcombe

**Person with holding(s)**

As above

**Registered Holder(s)**

Mourant ECS Trustees Ltd as the Trustee of the Johnson Matthey Share Incentive Plan.

**Connected person(s)**

n/a

**Nature & extent of transaction**

Regular monthly acquisition of shares via the Johnson Matthey Share Incentive Plan.

**Number of shares/amount of stock acquired**

C R N Clark 42

N A P Carson 42

D W Morgan 42

J N Sheldrick 42

D G Titcombe 42

**Percentage of issued class**

Less than 0.01%

**Number of shares/amount of stock disposed**

n/a

**Percentage of issued class**

n/a

**Class of security**

Ordinary £1 shares

**Price per share**

£8.95

**Date of transaction**

17 July 2002

**Date company informed**

18 July 2002

**Total holding following this notification**

C R N Clark 20,509

N A P Carson 20,047

D W Morgan 18,733

J N Sheldrick 66,525

D G Titcombe 33,314

**Total percentage holding of issued class following this notification**

0.07%

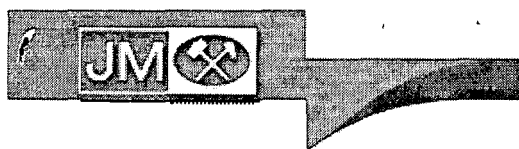
**/Contact and telephone number for queries**

Lynne Cossey  
020 7269 8461

**Name of authorised company official responsible for making this notification:**

Lynne Cossey  
020 7269 8461

**Date of Notification:** 18 July 2002



16 July 2002



## Chairman's Statement at Johnson Matthey's AGM

Commenting on current trading at today's Annual General Meeting, Michael Miles, Chairman of Johnson Matthey, said:

"Johnson Matthey has made a good start to the new financial year with profit before tax, exceptional items and goodwill amortisation for the first quarter ahead of last year.

Catalysts & Chemicals Division continues to deliver good growth with our autocatalyst business benefiting from the worldwide introduction of the group's precision coating technology. Our commitment to R&D has ensured a stream of new products which enable Johnson Matthey to offer customers the most cost efficient emission controls systems in the industry.

Precious Metals Division's profits were below last year reflecting lower average prices for Platinum and Palladium compared with the high levels seen in the first quarter of 2001/02.

Colours & Coatings Division's profitability has improved since the latter half of 2001/02 as the benefits of the rationalisation programme announced in January have started to come through.

Pharmaceutical Materials Division achieved strong growth benefiting from good sales of the new products launched at the end of last year and good contributions from Macfarlan Smith and Pharm-Eco which were acquired in the first half of 2001/02.

Both Catalysts & Chemicals and Pharmaceutical Materials are well placed to deliver further growth this year."

### Enquiries:

#### Johnson Matthey

Chris Clark  
Chief Executive  
020 7269 8435

John Sheldrick  
Group Finance  
Director  
020 7269 8438

#### Gavin Anderson & Co

Howard Lee  
020 7554 1400

## **Johnson Matthey Announces Retirement of Director**

Johnson Matthey Plc announces that Mr Harry Fitzgibbons retired as a non-executive director of the company after the Annual General Meeting on 16 July 2002. Mr Fitzgibbons joined the board in May 1990.

16th July 2002

Enquiries: Ian Godwin, Group Corporate Communications Manager 020 7269 8410

**/DEALINGS BY DIRECTORS**

**Name of Company**

Johnson Matthey PLC

**Name of Director**

C R N Clark  
N A P Carson  
D W Morgan  
J N Sheldrick  
D G Titcombe

**Person with holding(s)**

As above

**Registered Holder(s)**

Mourant ECS Trustees Ltd as the Trustee of the Johnson Matthey  
Share Incentive Plan.

**Connected person(s)**

n/a

**Nature & extent of transaction**

Regular monthly acquisition of shares via the Johnson Matthey  
Share Incentive Plan.

**Number of shares/amount of stock acquired**

C R N Clark	36
N A P Carson	36
D W Morgan	36
J N Sheldrick	36
D G Titcombe	36

**Percentage of issued class**

Less than 0.01%

**Number of shares/amount of stock disposed**

n/a

**Percentage of issued class**

n/a

**Class of security**

Ordinary £1 shares

**Price per share**

£10.42

**Date of transaction**

19 June 2002

**Date company informed**

20 June 2002

**Total holding following this notification**

C R N Clark	20,467
N A P Carson	20,005
D W Morgan	18,691
J N Sheldrick	66,483
D G Titcombe	33,272

**Total percentage holding of issued class following this notification**

0.07%



**Contact and telephone number for queries**

Lynne Cossey  
020 7269 8461

**Name of authorised company official responsible for making this notification:**

Lynne Cossey  
020 7269 8461

**Date of Notification:** 20 June 2002